

**Paul E. Rice/Bar No. 062509**  
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Attorneys for Plaintiff  
B&O Manufacturing, Inc.

**UNITED STATES DISTRICT COURT**  
**NORTHERN DISTRICT OF CALIFORNIA**  
**SAN FRANCISCO/OAKLAND DIVISION**

**B&O MANUFACTURING, INC.,**

Plaintiff,  
v.

**HOME DEPOT U.S.A., INC.,**

Defendant.

Case No.: C 07-02864 JSW

**DECLARATION OF PAUL E. RICE IN  
SUPPORT OF OPPOSITION TO  
DEFENDANT'S MOTION TO  
TRANSFER VENUE TO THE  
NORTHERN DISTRICT OF GEORGIA  
AND TO DISMISS COUNTS TWO  
THROUGH FIVE OF PLAINTIFF'S  
SECOND AMENDED COMPLAINT**

Date: November 2, 2007  
Time: 9:00 a.m.  
Ctm: 2, 17<sup>th</sup> Floor  
Judge: Hon. Jeffrey S. White

I, Paul E. Rice, declare and state:

1. I am an attorney at law, duly licensed to practice before all courts of the State of California, and am a principal of Rice & Bronitsky, attorneys for Plaintiff B&O Manufacturing, Inc. I have personal knowledge of all facts set forth in this Declaration, and I am competent to so testify if called upon as a witness.

2. I have invited Home Depot, through its counsel, to schedule a mediation of the fourth and fifth claims for relief, to be conducted prior to the hearing date on its Motion, regarding whether Home Depot even had a right to terminate Exhibit 3 without cause. Home Depot has declined.

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I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on September 24, 2007.

/s/ Paul E. Rice  
Paul E. Rice

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